

**First Union
Commercial Corporation**

One First Union Center
Charlotte, North Carolina 28288-0738
704 374-4900

VIA AIR DELIVERY

**FIRST
UNION®**

October 2, 1996

RECORDATION NO. 20259 FILED 1425

OCT 9 1996 12 10 PM

INTERSTATE COMMERCE COMMISSION

OCT 9 12 06 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Secretary
Surface Transportation Board
Interstate Commerce Commission
12th and Constitution Avenue, NW
Room 2303
Washington, DC 20423

RE: RECORDATION OF DOCUMENTS RELATING TO 25 RAILCARS

Dear Carol

On behalf of First Union Commercial Corporation and filed pursuant to the requirements set forth in Part 1177 of Title 49 of the Code of Federal Regulations are one (1) original set and one (1) certified true copy of the document described below to be recorded pursuant to Section 11301 of Title 49 of the United States Code

A short summary of the document in accordance with section 1177 3 (d) (8) of Title 49 is as follows

Memorandum of Lease between Crystal Car Line, Inc , as Lessee, and First Union Commercial Corporation, as Lessor, dated as of August 12, 1996, relating to the lease covering 25 ACF hopper railcars

The names and addresses of the parties to the transactions shown above are as follows

Crystal Car Line, Inc
P O Box 8000
International Plaza
Englewood Cliffs, NJ 07632

First Union Commercial Corporation
One First Union Center
Charlotte, NC 28288-0738

A description of the equipment covered in the above-referenced document is provided in Exhibit A attached hereto



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Interstate Commerce Commission
October 2, 1996
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The fee for recording these documents will be supplied by the Washington Service Bureau. The original set of documents along with the receipt for recording and any extra copies required by your office should be given to the individual from the Washington Service Bureau, who has been selected by First Union to present this filing to your office.

Sincerely,

FIRST UNION COMMERCIAL CORPORATION

Linda H. Minter
Vice President

LHM/bb

Enclosure

EXHIBIT A

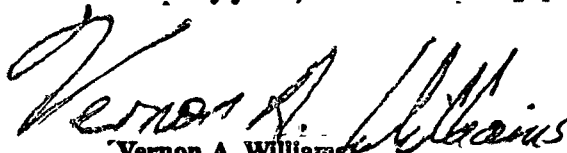
Twenty Five (25) ACF Center Flow Pressureaide covered hopper railcars numbered CCLX51051 through CCLX51075

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

Dear

**The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on _____ at _____, and
assigned recordation number(s).**

Sincerely yours,


**Vernon A. Williams
Secretary**

Enclosure(s)

\$ _____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature _____

Memorandum of Lease

RECORDED 20239
FILED 1425
OCT 9 - 1996 12 19 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of August, 1996, by and between First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Crystal Car Line, Inc. ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Equipment Lease, dated as of August 26, 1992, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

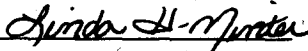
FIRST UNION COMMERCIAL CORPORATION

ATTEST:

By: 

Name: Paul Van Wie

Title: Senior Vice President

By: 

Name: Linda H. Minter

Title: Assistant Secretary

Executed on this 12th day of August, 1996.

[CORPORATE SEAL]

LESSEE:

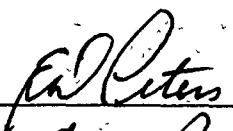
CRYSTAL CAR LINE, INC.

ATTEST:

By: 

Name: Edward A. Kusko

Title: President

By: 

Name: EDWARD PETERS

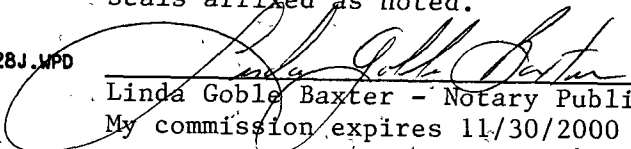
Title: SECRETARY

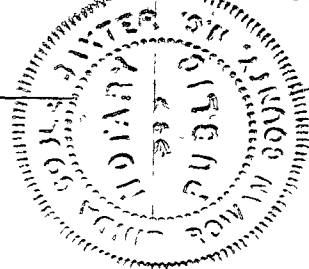
Executed on this 30 day of September 1996.

[CORPORATE SEAL]

BY MY HAND AND SEAL THIS 2nd DAY OF OCTOBER 1996, this is a true and exact copy of the original document which has the corporate seals affixed as noted.

2728J.MPD


Linda Goble Baxter - Notary Public
My commission expires 11/30/2000



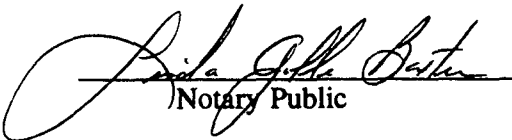
1 of 4
RB

STATE OF NORTH CAROLINA

COUNTY OF ROWAN

I, Linda Goble Baxter, a Notary Public of the County and State aforesaid, certify that Linda H. Minter personally came before me this day and acknowledged that she is Assistant Secretary of First Union Commercial Corporation a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Senior Vice President, sealed with its corporate seal and attested by Linda H. Minter as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 12th day of August, 1996.


Notary Public

My Commission Expires: November 30, 2000

STATE OF Illinois

COUNTY OF Will

I, Diane Atsales, a Notary Public of the County and State aforesaid, certify that Ed Kuske personally came before me this day and acknowledged that (s)he is _____ President of Crystal Car Line, Inc., an Illinois corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by Ed Peters as its _____ Secretary.

WITNESS my hand and official stamp or seal, this 30th day of September, 1996.

Diane Atsales
Notary Public

My Commission Expires:



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EXHIBIT A
to
Memorandum of Lease

DESCRIPTION OF RAILCARS

Twenty-five ACF Center Flow Pressureaide covered hopper cars
bear car identification numbers CCLX51051 through
CCLX51075.

444
LB